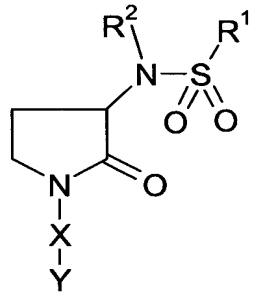
**Amendments To The Claims:**

This listing of claims will replace all prior versions, and listings, of claims in the application:

**In the Claims:**

What is claimed is:

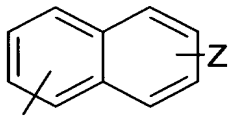
1. (Currently amended) A compound of formula (I):

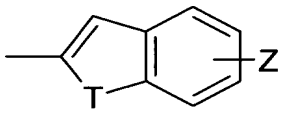


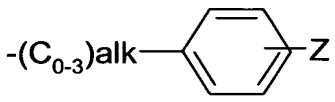
(I)

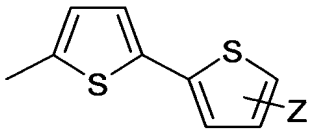
wherein:

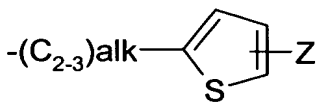
$R^1$ represents a group selected from:











each ring of which optionally ~~contains~~ includes a further heteroatom N,
Z represents an optional substituent halogen,
alk represents alkylene or alkenylene,
T represents S, O or NH;

$R^2$ represents hydrogen, -$C_{1-6}$alkyl, -$C_{1-3}$alkylCONR$^a$R$^b$, -$C_{1-3}$alkyl$CO_2C_{1-4}$alkyl, -$CO_2C_{1-4}$alkyl or -$C_{1-3}$alkyl$CO_2$H;

$R^a$ and $R^b$ independently represent hydrogen, -$C_{1-6}$alkyl, or together with the N atom to which they are bonded form a 5-, 6- or 7- membered non-aromatic heterocyclic ring optionally containing an additional heteroatom selected from O, N or $S(O)_n$, optionally substituted by $C_{1-4}$alkyl~~, and optionally the S heteroatom is substituted by O, i.e. represents $S(O)_n$~~;

n represents 0-2;

X represents phenyl or a 5- or 6- membered aromatic heterocyclic group ~~containing~~ consisting of at least one heteroatom selected from O, N or S, each of which is optionally substituted by 0-2 groups selected from: halogen, -$C_{1-4}$alkyl, -$C_{2-4}$alkenyl, -CN, -$CF_3$, -NR$^a$R$^b$, -$C_{0-4}$alkylOR$^e$, -C(O)R$^f$ and -C(O)NR$^a$R$^b$;

$R^e$ represents hydrogen or -$C_{1-6}$alkyl;

$R^f$ represents -$C_{1-6}$alkyl;

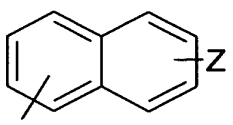
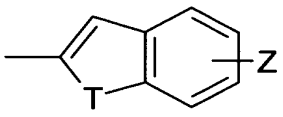
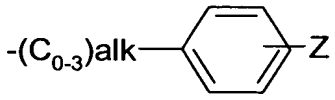
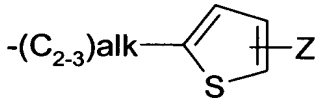
Y represents a group –C($R^x$)($R^z$)$C_{0-2}$alkylNR$^c$R$^d$;

$R^x$ represents $C_{1-4}$alkyl optionally substituted by halogen;

$R^z$ represents hydrogen or $C_{1-4}$alkyl optionally substituted by halogen;

$R^c$ and $R^d$ independently represent hydrogen, -$C_{1-6}$alkyl, -$C_{1-4}$alkylOH, or together with the N atom to which they are bonded form a 4-, 5-, 6- or 7-membered non-aromatic heterocyclic ring, the 5-, 6- or 7- membered non-aromatic heterocyclic ring optionally ~~containing~~ consisting of an additional heteroatom selected from O, N or S, optionally substituted by $C_{1-4}$alkyl;
~~and/~~or a pharmaceutically acceptable derivative thereof.

2. (Currently amended) A compound according to claim 1 wherein $R^1$ represents a group selected from:

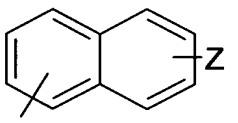
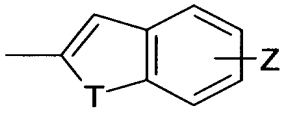
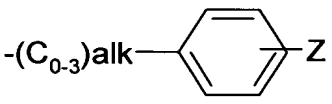
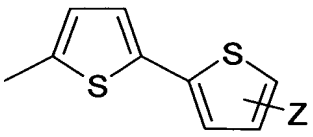
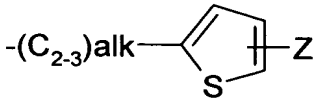
each ring of which optionally ~~contains~~ includes a further heteroatom N,
Z represents an optional substituent halogen,
alk represents alkylene or alkenylene,
T represents S, O or $NH_i$
~~and/or pharmaceutically acceptable derivative thereof~~.

3. (Currently amended) A compound according to claim 1 ~~or claim 2~~ wherein $R^2$ represents hydrogen ~~and/or pharmaceutically acceptable derivative thereof~~.

4. (Currently amended) A compound according to ~~any one of~~ claims 1-~~3~~ wherein X represents phenyl or a 5- or 6- membered aromatic heterocyclic group ~~containing~~ consisting of at least one heteroatom selected from O, N or S, each of which is optionally substituted by 0-2 groups selected from: halogen, $-C_{1-4}$alkyl and $-NR^aR^b$ ~~and/or pharmaceutically acceptable derivative thereof~~.

5. (Currently amended) A compound according to ~~any one of~~ claims 1-4 wherein Y represents a group $-C(R^x)(R^z)NR^cR^d$ ~~and/or pharmaceutically acceptable derivative thereof~~.

6. (Currently amended) A compound according to claim 1 wherein $R^1$ represents a group selected from:

each ring of which optionally ~~contains~~ includes a further heteroatom N,

Z represents an optional substituent halogen,
alk represents alkylene or alkenylene,
T represents S, O or NH;

$R^2$ represents hydrogen, -$C_{1-6}$alkyl, -$C_{1-3}$alkylCONR$^a$R$^b$, -$C_{1-3}$alkyl$CO_2C_{1-4}$alkyl, -$CO_2C_{1-4}$alkyl or -$C_{1-3}$alkyl$CO_2$H;

$R^a$ and $R^b$ independently represent hydrogen, -$C_{1-6}$alkyl, or together with the N atom to which they are bonded form a 5-, 6- or 7- membered non-aromatic heterocyclic ring optionally ~~containing~~ consisting of an additional heteroatom selected from O, N or S(O)$_n$, optionally substituted by $C_{1-4}$alkyl~~, and optionally the S heteroatom is substituted by O, i.e. represents S(O)$_n$~~;

X represents phenyl or a 5- or 6- membered aromatic heterocyclic group ~~containing~~ consisting of at least one heteroatom selected from O, N or S, each of which is optionally substituted by 0-2 groups selected from: halogen, -$C_{1-4}$alkyl, -$C_{2-4}$alkenyl, -CN, -$CF_3$, -NR$^a$R$^b$, -$C_{0-4}$alkylOR$^e$, -C(O)R$^f$ and -C(O)NR$^a$R$^b$;

$R^e$ represents hydrogen or -$C_{1-6}$alkyl;

$R^f$ represents -$C_{1-6}$alkyl;

Y represents a group –C(R$^x$)(R$^z$)$C_{0-2}$alkylNR$^c$R$^d$;

$R^x$ represents $C_{1-4}$alkyl optionally substituted by halogen ~~(e.g. $CF_3$, $CH_2CF_3$)~~;

$R^z$ represents hydrogen or $C_{1-4}$alkyl optionally substituted by halogen ~~(e.g. $CF_3$, $CH_2CF_3$)~~;

$R^c$ and $R^d$ independently represent hydrogen, -$C_{1-6}$alkyl, -$C_{1-4}$alkylOH, or together with the N atom to which they are bonded form a 5- or 6- membered non-aromatic heterocyclic ring optionally containing an additional heteroatom selected from O, N or S, optionally substituted by $C_{1-4}$alkyl;
~~and pharmaceutically acceptable derivatives thereof~~.

7. (Currently amended) A compound ~~according to claim 1~~ selected from:
(*E*)-2-(5-Chloro-2-thienyl)-*N*-(1-{4-[1-(dimethylamino)ethyl]-2-fluorophenyl}-2-oxo-3-pyrrolidinyl)ethenesulfonamide;
(*E*)-2-(5-Chloro-2-thienyl)-*N*-(1-{2-fluoro-4-[1-(4-morpholinyl)ethyl]phenyl}-2-oxo-3-pyrrolidinyl)ethenesulfonamide;
(*E*)-2-(5-Chloro-2-thienyl)-*N*-[1-(2-fluoro-4-{1-[(2-hydroxyethyl)(methyl)amino]ethyl}phenyl)-2-oxo-3-pyrrolidinyl]ethenesulfonamide;

(*E*)-*N*-{1-[4-(1-Aminoethyl)-2-fluorophenyl]-2-oxo-3-pyrrolidinyl}-2-(5-chloro-2-thienyl)ethenesulfonamide;
6-Chloro-*N*-(1-{4-[1-(dimethylamino)ethyl]-2-fluorophenyl}-2-oxo-3-pyrrolidinyl)-1-benzothiophene-2-sulfonamide;
(*E*)-2-(5-Chloro-2-thienyl)-*N*-((3*S*)-1-{4-[(1*S*)-1-(dimethylamino)ethyl]-2-fluorophenyl}-2-oxo-3-pyrrolidinyl)ethenesulfonamide;
6-Chloro-*N*-((3*S*)-1-{4-[(1*S*)-1-(dimethylamino)ethyl]-2-fluorophenyl}-2-oxo-3-pyrrolidinyl)-2-naphthalenesulfonamide;
6-Chloro-*N*-((3*S*)-1-{4-[(1*S*)-1-(dimethylamino)ethyl]-2-fluorophenyl}-2-oxo-3-pyrrolidinyl)-1-benzothiophene-2-sulfonamide;
(*E*)-2-(5-Chloro-2-thienyl)-*N*-((3*S*)-1-{4-[(1*R*)-1-(dimethylamino)ethyl]-2-fluorophenyl}-2-oxo-3-pyrrolidinyl)ethenesulfonamide;
6-Chloro-*N*-((3*S*)-1-{4-[(1*R*)-1-(dimethylamino)ethyl]-2-fluorophenyl}-2-oxo-3-pyrrolidinyl)-2-naphthalenesulfonamide;
6-Chloro-*N*-((3*S*)-1-{4-[(1*R*)-1-(dimethylamino)ethyl]-2-fluorophenyl}-2-oxo-3-pyrrolidinyl)-1-benzothiophene-2-sulfonamide;
(*E*)-2-(5-Chloro-2-thienyl)-*N*-((3*S*)-1-{4-[(1*R*)-1-(dimethylamino)ethyl]-2,6-difluorophenyl}-2-oxo-3-pyrrolidinyl)ethenesulfonamide;
(*E*)-2-(5-Chloro-2-thienyl)-*N*-((3*S*)-1-{4-[(1*S*)-1-(dimethylamino)ethyl]-2,6-difluorophenyl}-2-oxo-3-pyrrolidinyl)ethenesulfonamide;
(*E*)-2-(5-Chloro-2-thienyl)-*N*-((3*S*)-1-{4-[1-(dimethylamino)propyl]-2-fluorophenyl}-2-oxo-3-pyrrolidinyl)ethenesulfonamide;
(*E*)-2-(5-Chloro-2-thienyl)-*N*-((3*S*)-1-{4-[1-(dimethylamino)-2-methylpropyl]-2-fluorophenyl}-2-oxo-3-pyrrolidinyl)ethenesulfonamide;
(*E*)-2-(5-Chloro-2-thienyl)-*N*-(1-{4-[1-(dimethylamino)-1-methylethyl]-2-fluorophenyl}-2-oxo-3-pyrrolidinyl)ethenesulfonamide;
6-Chloro-*N*-(1-{4-[1-(dimethylamino)-1-methylethyl]-2-fluorophenyl}-2-oxo-3-pyrrolidinyl)-2-naphthalenesulfonamide;
6-Chloro-*N*-(1-{4-[1-(dimethylamino)-1-methylethyl]-2-fluorophenyl}-2-oxo-3-pyrrolidinyl)-1-benzothiophene-2-sulfonamide;
6-Chloro-*N*-(1-{4-[1-(dimethylamino)ethyl]-2-fluorophenyl}-2-oxo-3-pyrrolidinyl)-2-naphthalenesulfonamide;
6-Chloro-*N*-(1-{4-[1-(ethylamino)ethyl]-2-fluorophenyl}-2-oxo-3-pyrrolidinyl)-2-naphthalenesulfonamide;
6-Chloro-*N*-[1-(4-{1-[ethyl(methyl)amino]ethyl}-2-fluorophenyl)-2-oxo-3-pyrrolidinyl]-2-naphthalenesulfonamide;
6-Chloro-*N*-[1-(2-fluoro-4-{1-[(1-methylethyl)amino]ethyl}phenyl)-2-oxo-3-pyrrolidinyl]-2-naphthalenesulfonamide;
6-Chloro-*N*-[1-(2-fluoro-4-{1-[methyl(1-methylethyl)amino]ethyl}phenyl)-2-oxo-3-pyrrolidinyl]-2-naphthalenesulfonamide;
*N*-(1-{4-[1-(1-Azetidinyl)ethyl]-2-fluorophenyl}-2-oxo-3-pyrrolidinyl)-6-chloro-2-naphthalenesulfonamide;
6-Chloro-*N*-(1-{2-fluoro-4-[1-(1-pyrrolidinyl)ethyl]phenyl}-2-oxo-3-pyrrolidinyl)-2-naphthalenesulfonamide;
6-Chloro-*N*-(1-{2-fluoro-4-[1-(1-piperidinyl)ethyl]phenyl}-2-oxo-3-pyrrolidinyl)-2-naphthalenesulfonamide;

5'-Chloro-*N*-((3*S*)-1-{4-[1-(dimethylamino)ethyl]-2-fluorophenyl}-2-oxo-3-pyrrolidinyl)-2,2'-bithiophene-5-sulfonamide;
(E)-2-(5-Chloro-2-thienyl)-N-((3S)-1-{4-[(1S)-1-(dimethylamino)ethyl]phenyl}-2-oxo-3-pyrrolidinyl)ethenesulfonamide;
(E)-2-(5-Chloro-2-thienyl)-N-((3S)-1-{4-[(1R)-1-(dimethylamino)ethyl]phenyl}-2-oxo-3-pyrrolidinyl)ethenesulfonamide;
6-Chloro-N-((3S)-1-{4-[(1S)-1-(dimethylamino)ethyl]phenyl}-2-oxo-3-pyrrolidinyl)-1-benzothiophene-2-sulfonamide;
6-Chloro-N-((3S)-1-{4-[(1R)-1-(dimethylamino)ethyl]phenyl}-2-oxo-3-pyrrolidinyl)-1-benzothiophene-2-sulfonamide;
(1E)-2-(5-Chloro-2-thienyl)-N-(1-{4-[1-(dimethylamino)ethyl]-2,6-difluorophenyl}-2-oxo-3-pyrrolidinyl)-1-propene-1-sulfonamide; and
6-Chloro-N-(1-{4-[1-(dimethylamino)ethyl]-2,6-difluorophenyl}-2-oxo-3-pyrrolidinyl)-1-benzothiophene-2-sulfonamide;
~~and/~~or a pharmaceutically acceptable derivative thereof.

8. Cancelled.

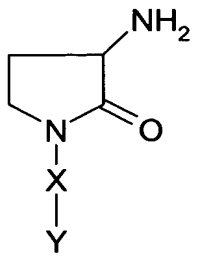
9. (Currently amended) A pharmaceutical composition comprising a compound according to ~~any one of~~ claims 1~~-7 and/or pharmaceuticaly acceptable derivative thereof~~ together with at least one pharmaceutical carrier ~~and/~~or excipient.

10. Cancelled.

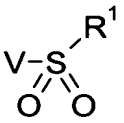
11. (Currently amended) A method of treating a patient suffering from a condition susceptible to amelioration by a Factor Xa inhibitor comprising administering a therapeutically effective amount of a compound according to ~~any one of~~ claims 1~~-7 and/or pharmaceutically acceptable derivative thereof~~.

12. (Currently amended) A process for preparing a compound of formula (I) which comprises:

(a) reacting compounds of formula (II) or an acid addition salt thereof with compounds of formula (III) where V is a suitable leaving group:



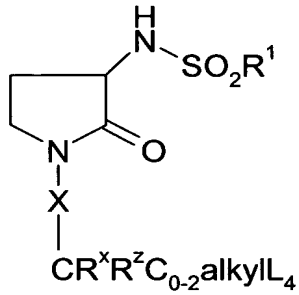
(II)



(III)

OR:

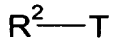
(b) by reacting compounds of formula (XIII) with $HNR^cR^d$:



(XIII)

OR:

(c) by reacting compounds of formula (I) where $R^2$ is hydrogen with compounds of formula (XVII):

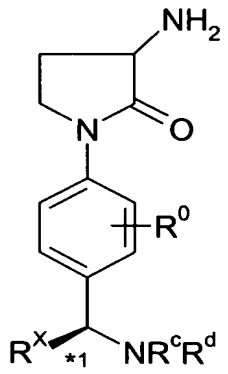


(XVII)

wherein $R^2$ is -$C_{1-6}$alkyl, -$C_{1-3}$alkylCONR$^a$R$^b$, -$C_{1-3}$alkylCO$_2$C$_{1-4}$alkyl, or -CO$_2$C$_{1-4}$alkyl and T is a suitable leaving group, optionally followed by removal of the alkyl protecting group where appropriate;

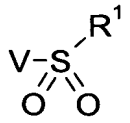
OR:

(d) by reacting a compound of formula (XXV) where X represents phenyl, Y represents–CH($R^x$)NR$^c$R$^d$, $R^c$ and $R^d$ each represent the same $C_{1-6}$alkyl substituent and $R^0$ represents 0-2 optional substituents on the phenyl ring selected from: halogen, -$C_{1-4}$alkyl, -$C_{2-4}$alkenyl, -$CN_1$, -$CF_3$, -NR$^a$R$^b$, -$C_{0-4}$alkylOR$^e$, -C(O)R$^f$ and C(O)NR$^a$R$^b$ ~~and/~~or an acid addition salt thereof:



(XXV)

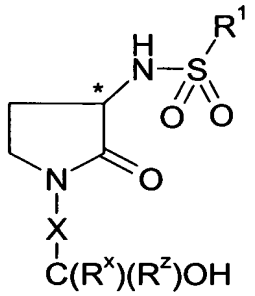
with a compound of formula (III) where V is a suitable leaving group:



(III)

OR:

(e) treatment of compounds of formula (XXXV) where Y represents $-C(R^x)(R^z)NR^cR^d$ and $R^x$ and $R^z$ both represent $C_{1-4}$alkyl and $R^2$ represents hydrogen:

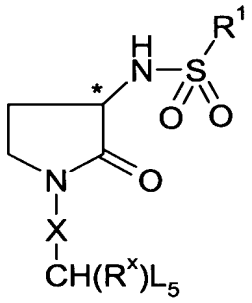


(XXXV)

with hydrogen chloride in the presence of zinc chloride, followed by reaction with $HNR^cR^d$;

OR:

(f) by reacting compounds of formula (XXXVIIII) where Y represents $-C(R^x)NR^cR^d$, $R^x$ represents $C_{1-4}$alkyl and $R^c$ and $R^d$ independently represent hydrogen, $C_{1-6}$alkyl, or together with the N atom to which they are bonded form a 4-, 5-, 6- or 7- membered non-aromatic heterocyclic ring and $L_5$ is a suitable leaving group:



(XXXVIII)

with $HNR^cR^d$.